

**GATX**

8 180A052

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA  
CHICAGO, IL 60606  
312-621-6200

LAW DEPARTMENT

**JUN 28 1988**

May 21, 1988

REGISTRATION NO. 4951-1

**JUN 28 1988 - 9 30 AM**

**INTERSTATE COMMERCE COMMISSION**

Fee \$ 13.00

ICC Washington, D.C.

Secretary of the Interstate  
Commerce Commission  
Washington, D.C.

RE: General American Transportation Corporation  
Equipment Trust Series 65

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of May 2, 1988, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$13.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on July 15, 1968 under Recordation No. 4951.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

Irving Trust Company  
One Wall Street  
New York, NY 10015  
Attention: Clyde E. Starr

GATX Corporation  
120 South Riverside Plaza  
Chicago, IL 60606  
Attention: F. B. Ollett, III

JUN 28 9 23 AM '88  
RECEIVED  
FBI - CHICAGO

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

*Janice M. Alonso*

Janice M. Alonso  
Assistant Secretary

JMA/djw  
3754D

*Counterpart to Dallas 5-5-88*

# Interstate Commerce Commission

Washington, D.C. 20423

6/28/88

OFFICE OF THE SECRETARY

Janice M. Alonso  
GATX Corporation  
]20 South Riverside Plaza  
Chicago, IL 60606

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/28/88 at 9:30AM, and assigned recordation number(s) -495]-N, 5581-M, 6322-K & 7731-K

Sincerely yours,



Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 65

RECORDATION NO. 4951-N JUN 28 1988

JUN 28 1988 - 9 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 2, 1988

TO EQUIPMENT TRUST AGREEMENT DATED AS OF JULY 15, 1968

BY AND BETWEEN

IRVING TRUST COMPANY

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of May 2, 1988 by and between Irving Trust Company, as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of July 15, 1968 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 65, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act on July 15, 1968, Recordation No. 4951; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of May 2, 1988.

IRVING TRUST COMPANY

By: 

CLYDE E. STARR  
VICE PRESIDENT

ATTEST: 

GATX CORPORATION  
(FORMERLY KNOWN AS GENERAL AMERICAN  
TRANSPORTATION CORPORATION)

By: 

Frederick B. Ollett, III  
Treasurer

ATTEST:

  
Assistant Secretary

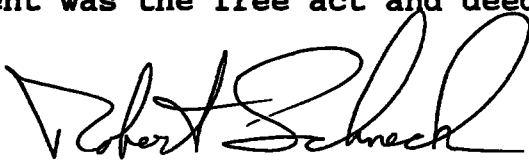
STATE OF NEW YORK )

) ss.:

COUNTY OF NEW YORK )

On this 6<sup>th</sup> day of JUNE, 1988, before me personally appeared CLYDE E. STARR, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Irving Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

ROBERT SCHNECK  
Notary Public, State of New York  
No. 4746935  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires May 31, 1989

  
\_\_\_\_\_  
Notary Public


\* \* \* \* \*

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK )

On this 2nd day of May, 1988, before me personally appeared Frederick B. Ollett, III, to me personally known, who, being by me duly sworn, said that he is Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

**SCHEDULE 1**  
**GENERAL AMERICAN TRANSPORTATION CORPORATION**  
**EQUIPMENT TRUST - SERIES 65**  
**CARS TO BE REMOVED**

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 103-W	8,000	GATX 1504.	\$11,940.00	\$ 7,892.00	\$ 7,892.00	6-1960	6-1960
1 Tank Car	DOT 103-W	8,000	GATX 4718.	8,414.00	4,683.00	4,683.00	1-1960	1-1960
1 Tank Car	DOT 103-W	8,000	GATX 7778.	8,545.00	5,648.00	5,648.00	9-1960	9-1960
1 Tank Car	DOT 103-W	8,000	GATX 7793.	8,680.00	5,737.00	5,737.00	9-1960	9-1960
3 Tank Cars	DOT 103-W	8,000	GATX 73315, 73316, 73318.	14,727.00	9,734.00	29,202.00	4-1960	4-1960
1 Tank Car	DOT 103-W	8,000	GATX 73319.	14,727.00	9,734.00	9,734.00	5-1960	5-1960
3 Tank Cars	DOT 103-W	8,000	GATX 73322, 73323, 73324.	14,781.00	9,770.00	29,310.00	3-1960	3-1960
1 Tank Car	DOT 103-W	8,000	GATX 73332.	16,378.00	10,826.00	10,826.00	8-1960	8-1960
1 Tank Car	DOT 103-W	8,000	GATX 73336.	16,378.00	10,826.00	10,826.00	11-1960	11-1960
1 Tank Car	DOT 103-W	8,000	GATX 73344.	16,328.00	10,792.00	10,792.00	12-1960	12-1960
1 Tank Car	DOT 103-W	8,000	GATX 81903.	12,812.00	8,468.00	8,468.00	3-1960	3-1960
2 Tank Cars	DOT 103-W	8,000	GATX 81908, 81911.	8,502.00	5,619.00	11,238.00	3-1960	3-1960
1 Tank Car	DOT 103-W	8,000	GATX 81915.	14,704.00	9,719.00	9,719.00	9-1960	9-1960
1 Tank Car	DOT 103-W	8,000	GATX 81916.	14,166.00	9,363.00	9,363.00	5-1960	5-1960
1 Tank Car	DOT 103-W	8,000	GATX 81922.	14,166.00	9,363.00	9,363.00	6-1960	6-1960
1 Tank Car	DOT 103-W	8,000	GATX 81932.	14,166.00	9,363.00	9,363.00	8-1960	8-1960

**SCHEDULE I**  
**GENERAL AMERICAN TRANSPORTATION CORPORATION**  
**EQUIPMENT TRUST - SERIES 65**  
**CARS TO BE REMOVED**

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
2 Tank Cars	DOT 103-W	8,000	GATX 81947, 81948.	\$ 9,292.00	\$ 6,142.00	\$ 12,284.00	11-1960	11-1960
2 Tank Cars	DOT 103-W	8,000	GATX 85129, 85132.	13,966.00	9,231.00	18,462.00	5-1960	5-1960
2 Tank Cars	DOT 103-W	8,000	GATX 85139, 85140.	13,966.00	9,231.00	18,462.00	7-1960	7-1960
1 Tank Car	DOT 103-W	8,000	GATX 85146.	13,966.00	9,231.00	9,231.00	5-1960	5-1960
2 Tank Cars	DOT 103-W	8,000	GATX 85153, 85164.	8,661.00	5,725.00	11,450.00	6-1960	6-1960
1 Tank Car	DOT 103-W	8,000	GATX 85167.	8,661.00	5,725.00	5,725.00	7-1960	7-1960
2 Tank Cars	DOT 103-W	8,000	GATX 86900, 86901.	14,041.00	7,907.00	15,814.00	10-1959	10-1959
1 Tank Car	DOT 103-W	10,000	GATX 80394.	8,752.00	5,785.00	5,785.00	5-1960	5-1960
1 Tank Car	DOT 103-W	10,000	GATX 80397.	8,752.00	5,785.00	5,785.00	9-1960	9-1960
1 Tank Car	DOT 103A-W	8,000	GATX 4720.	8,414.00	4,683.00	4,683.00	1-1960	1-1960
1 Tank Car	DOT 103A-W	10,000	GATX 34458.	9,503.00	5,289.00	5,289.00	2-1960	2-1960
6 Tank Cars	DOT 105A200AL-W	10,200	GATX 84523, 84526, 84527, 84531, 84533, 84535.	16,030.00	7,335.00	44,010.00	1-1959	1-1959
6 Tank Cars	DOT 105A200AL-W	10,200	GATX 84577, 84580, 84582, 84584, 84585, 84587.	16,030.00	7,335.00	44,010.00	2-1959	2-1959
1 Tank Car	DOT 105A300-W	11,000	GATX 80549.	11,082.00	6,241.00	6,241.00	8-1959	8-1959
1 Tank Car	DOT 111A100-W-2	10,000	GATX 83000.	13,645.00	7,684.00	7,684.00	3-1959	3-1959

SCHEDULE 1  
GENERAL AMERICAN TRANSPORTATION CORPORATION  
EQUIPMENT TRUST - SERIES 65  
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 111A100-W-2	10,000	GATX 83051.	\$13,876.00	\$ 7,815.00	\$ 7,815.00	10-1959	10-1959
1 Tank Car	DOT 111A100-W-2	11,000	GATX 77986.	10,851.00	6,040.00	6,040.00	1-1960	1-1960
1 Tank Car	DOT 111A100AL-W-1	10,200	GATX 84570.	15,495.00	7,211.00	7,211.00	12-1958	12-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 72166.	12,951.00	4,756.00	4,756.00	6-1957	6-1957
1 Tank Car	DOT 111A60-W-1	10,000	GATX 72205.	11,104.00	4,078.00	4,078.00	7-1957	7-1957
1 Tank Car	DOT 111A60-W-1	10,000	GATX 72300.	10,857.00	7,176.00	7,176.00	4-1960	4-1960
1 Tank Car	DOT 111A60-W-1	10,000	GATX 72374.	13,645.00	6,243.00	6,243.00	2-1959	2-1959
4 Tank Cars	DOT 111A60-W-1	10,000	GATX 77983, 80443, 80466, 80468.	10,851.00	6,040.00	24,160.00	1-1960	1-1960
1 Tank Car	DOT 111A60-W-1	10,000	GATX 80456.	10,851.00	6,040.00	6,040.00	2-1960	2-1960
3 Tank Cars	DOT 111A60-W-1	10,000	GATX 80502, 80513, 80593.	11,082.00	6,241.00	18,723.00	7-1959	7-1959
2 Tank Cars	DOT 111A60-W-1	10,000	GATX 80531, 80595.	11,082.00	6,241.00	12,482.00	8-1959	8-1959
4 Tank Cars	DOT 111A60-W-1	10,000	GATX 80565, 80581-80583.	11,082.00	6,241.00	24,964.00	12-1959	12-1959
1 Tank Car	DOT 111A60-W-1	10,000	GATX 83015.	13,645.00	7,684.00	7,684.00	3-1959	3-1959
1 Tank Car	DOT 111A60-W-1	10,000	GATX 91855.	10,429.00	12,627.00	12,627.00	2-1968	2-1968
5 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 84557, 84567-84569, 84574.	15,495.00	7,211.00	36,055.00	12-1958	12-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 80416.	15,082.00	8,494.00	8,494.00	4-1959	4-1959



**SCHEDULE 1**  
**GENERAL AMERICAN TRANSPORTATION CORPORATION**  
**EQUIPMENT TRUST - SERIES 65**  
**CARS TO BE REMOVED**

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 112J340-W	32,800	GATX 83970.	\$19,595.00	\$18,967.00	\$ 18,967.00	8-1963	8-1963
1 Tank Car	ICC 105A500-W	16,500	GATX 91464.	19,419.00	24,429.00	24,429.00	11-1967	11-1967
2 Tank Cars	ICC 105A500-W	16,500	GATX 91468, 91475.	19,419.00	24,429.00	48,858.00	10-1967	10-1967
1 Tank Car	ICC 105A500-W	16,500	GATX 91518.	19,419.00	24,429.00	24,429.00	12-1967	12-1967
1 Tank Car	ICC 111A100-W-1	12,500	GATX 10180.	19,692.00	25,631.00	25,631.00	4-1968	4-1968
1 Tank Car	ICC 111A100-W-1	20,000	GATX 11727.	13,837.00	18,010.00	18,010.00	3-1968	3-1968
1 Tank Car	ICC 111A100-W-1	20,000	GATX 71013.	22,167.00	27,886.00	27,886.00	6-1967	6-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98672.	14,948.00	18,804.00	18,804.00	5-1967	5-1967
1 Tank Car	ICC 111A100-W-2	12,500	GATX 18978.	13,144.00	15,914.00	15,914.00	2-1968	2-1968
1 Tank Car	ICC 111A100-W-5	20,000	GATX 38470.	19,621.00	24,683.00	24,683.00	4-1967	4-1967
1 Tank Car	ICC 111A60-W-1	8,000	GATX 23866.	9,198.00	11,571.00	11,571.00	5-1967	5-1967
1 Tank Car	ICC 111A60-W-1	8,000	GATX 27784.	9,450.00	12,300.00	12,300.00	4-1968	4-1968
1 Tank Car	ICC 111A60-W-1	20,000	GATX 98046.	18,245.00	22,952.00	22,952.00	10-1967	10-1967
1 Tank Car	ICC 103-W	10,000	GATX 62644.	19,468.00	12,868.00	12,868.00	9-1960	9-1960
1 Tank Car	ICC 105A300-W	11,000	GATX 80441.	11,139.00	6,273.00	6,273.00	12-1959	12-1959
1 Tank Car	ICC 111A100-W-1	8,000	GATX 8160.	15,397.00	19,369.00	19,369.00	5-1967	5-1967

SCHEDULE I  
GENERAL AMERICAN TRANSPORTATION CORPORATION  
EQUIPMENT TRUST - SERIES 65  
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	ICC 111A100-W-1	20,000	GATX 55167.	\$15,894.00	\$19,244.00	\$ 19,244.00	1-1968	1-1968
1 Tank Car	ICC 111A100-W-1	20,000	GATX 56230.	14,390.00	18,102.00	18,102.00	12-1967	12-1967
1 Tank Car	ICC 111A100-W-5	18,000	GATX 81478.	18,574.00	23,366.00	23,366.00	11-1967	11-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATX 80507.	11,082.00	6,241.00	6,241.00	7-1959	7-1959
1 Tank Car	ICC 111A60-W-1	10,000	GATX 80564.	11,082.00	6,241.00	6,241.00	12-1959	12-1959
1 Tank Car	ICC 111A60-W-1	20,000	GATX 98693.	19,646.00	24,714.00	24,714.00	12-1967	12-1967
1 Tank Car	ICC 112A340-W	33,500	GATX 91563.	18,688.00	23,509.00	23,509.00	12-1967	12-1967
1 Airslide Car	LO	2,600 Cu.Ft.	GACX 43382.	9,841.00	8,973.00	8,973.00	5-1958	5-1958
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 46265.	16,975.00	25,945.00	25,945.00	10-1967	10-1967
5 Damage Free Cars RBL		4,535 Cu.Ft.	ASHX 4126, 4130, 4133, 4136, 4142.	18,813.00	28,755.00	143,775.00	11-1967	11-1967
3 Damage Free Cars RBL		4,535 Cu.Ft.	GARX 55501, 55505, 55508.	19,523.00	29,840.00	89,520.00	9-1967	9-1967

115	\$1,321,377.00
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**SCHEDULE II**  
**GENERAL AMERICAN TRANSPORTATION CORPORATION**  
**EQUIPMENT TRUST - SERIES 65**  
**CARS TO BE SUBSTITUTED**

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
7 Tank Cars	DOT 103B-W	10,000	GATX 88435, 88437-88442.	\$14,166.00	\$16,484.00	\$ 115,388.00	2-1967	2-1967
5 Tank Cars	DOT 105A500-W	10,800	GATX 59878, 59883-59886.	16,053.00	18,680.00	93,400.00	1-1967	1-1967
11 Tank Cars	DOT 111A100-W-1	15,000	GATX 38402, 38403, 38405-38409, 38411-38414.	15,911.00	18,514.00	203,654.00	1-1967	1-1967
1 Tank Car	DOT 111A100-W-1	20,000	GATX 50783.	14,153.00	16,469.00	16,469.00	1-1967	1-1967
4 Tank Cars	DOT 111A100-W-1	20,000	GATX 50784, 50785, 50788, 50789.	14,153.00	16,469.00	65,876.00	2-1967	2-1967
22 Airslide Cars	L0	4,180 Cu.Ft.	GACX 46591-46594, 46596-46603, 46605-46610, 46612-46615.	15,861.00	22,961.00	505,142.00	1-1967	1-1967
14 Airslide Cars	L0	4,180 Cu.Ft.	GACX 46215-46225, 46227-46229.	15,861.00	22,961.00	321,454.00	2-1967	2-1967
64						\$1,321,383.00		